1324335

SEC 1972 Potential persons who are to respond to the collection of information contained in this (6-02) form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1



Brief Description of Business

THEATRICAL

PRODUCTION

http://sec.gov/divisions/corpfin/forms/formd.htm

FORM D

OTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY							
Prefix		Serial					
DATE RECEIVED							

4/7/2005

Name of Offering ([] check if this is an amendment and name has changed, and indicate THE ORSON'S SHADOW LIMITED PARTIVER	- ·
Filing Under (Check box(es) that apply): [] Rule 504 [] Rule 505 [] Sec	tion 4(6) [] ULOE
Type of Filing: [X] New Filing [] Amendment	PROCESSED
A. BASIC IDENTIFICATION DATA	APR 2 1 2005 =
1. Enter the information requested about the issuer	THOMSON
Name of Issuer ([] check if this is an amendment and name has changed, and indicial THE ONION'S SHADOW LIMITED PARTICLESHIP	e charge CIAL
Address of Executive Offices (Number and Street, City, State, Zip Code) (Including Area Code)	Telephone Number
27 BARROW STREET, NEW YORK, NY 10014	212-243-6565
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (Including Area Code) (if different from Executive Offices)	Telephone Number

[] corporation	[X] limited partnership, a	[] other (ple	ease specify):		
[] business trust	ed				
		Month	Year		
Actual or Estimated Date of Inco	rporation or Organization:	[0]/]	[0]5]	[x] Actual	[] Estimated
Jurisdiction of Incorporation or O	rganization: (Enter two-lett CN for Canada; FI				

GENERAL INSTRUCTIONS

Type of Business Organization

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and

Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director [X]	General and/or Managing Partner
Full Name (Last name	e first, if individual)	•		
MORFAE, SCOTT				
Business or Residence	e Address (Number and Street,	City, State, Zip Code)	
27 BARROW	STREET, NEW YORK,	NY - 10014		
	[] Promoter [] Beneficial Owner		[] Director [X	General and/or Managing Partner
Full Name (Last name	firet if individual)		-	• • •
·	II, J. ARLINGTON			
	ee Address (Number and Street,	City State Zin Code		
	•	•	•	
Chack Box(as) that	O STEERT, NEW YO	[] Executive	/ <i>UU 4</i> [] Director N/	Coneral and/or
Apply:	[] Promoter [] Beneficial Owner	Officer	[] Director [X:	Managing Partner
Full Name (Last name	e first_if individual)			
WIRTSHAFTER				
	ce Address (Number and Street,	City, State, Zip Code	:)	
27 RACK	W STREET, NEW	YORK 144	10014	
	[] Promoter [] Beneficial Owner	[] Executive Officer		General and/or Managing Partner
Full Name (Last name	e first, if individual)			
	ce Address (Number and Street,			
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []] General and/or Managing Partner
Full Name (Last name		g 		
Business or Residence	ce Address (Number and Street,			
Check Box(es) that	[] Promoter [] Beneficial	[] Executive	[] Director [General and/or
http://sec.gov/divisi	ons/corpfin/forms/formd.htm			4/7/2005

• Each general and managing partner of partnership issuers.

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In the information requested for each person who has been or will be paid or given, or indirectly, any commission or similar remuneration for solicitation of purchasen tion with sales of securities in the offering. If a person to be listed is an associated or agent of a broker or dealer registered with the SEC and/or with a state or state ne of the broker or dealer, you may set forth the information for that broker or dealer. If more than five (5) persons to be listed are associated so of such a broker or dealer, you may set forth the information for that broker or dealer. 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If or indirectly, any commission or similar remuneration for solicitation of purchasers in action with sales of securities in the offering. If a person to be listed are associated or agent of a broker or dealer registered with the SEC and/or with a state or states, list nee of the broker or dealer. If more than five (5) persons to be listed are associated so fo such a broker or dealer, you may set forth the information for that broker or dealer NONE me (Last name first, if individual) so or Residence Address (Number and Street, City, State, Zip Code) of Associated Broker or Dealer in Which Person Listed Has Solicited or Intends to Solicit Purchasers

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Busine	ss or Re	esidence	e Addres	s (Num	ber and		ity, State	e, Zip Co	de)			
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Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who

have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Aggregate
	Number	Dollar Amount
A many additional discounts on	Investors	of Purchases \$ 180,000
Accredited Investors		\$ 180,000 \$
	7	
Total (for filings under Rule 504 only)		180,000
Answer also in Appendix, Column 4, if filing under ULOE.		
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of Security	Dollar Amount
Type of offering	. , , , , , , , , , , , , , , , , , , ,	Sold
Rule 505		\$
Regulation A		\$
Rule 504 Total		\$ \$
rotar		- p
4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
Transfer Agent's Fees]\$
Printing and Engraving Costs]\$
Legal Fees		1\$ 10.000
Accounting Fees	[1\$ 5,000
Engineering Fees]\$
Sales Commissions (specify finders' fees separately)]\$
Other Expenses (identify)	[]\$
Total	[]\$
b. Enter the difference between the aggregate offering price given in resp Question 1 and total expenses furnished in response to Part C - Question difference is the "adjusted gross proceeds to the issuer."		\$ 165,00°
5. Indicate below the amount of the adjusted gross proceeds to the issue proposed to be used for each of the purposes shown. If the amount for a purpose is not known, furnish an estimate and check the box to the left of estimate. The total of the payments listed must equal the adjusted gross to the issuer set forth in response to Part C - Question 4.b above.	ny i the	

	Payments to
	Officers, Payments Directors, & To
	Affiliates Others
Salaries and fees	[] [] []
Purchase of real estate	[] [] \$ \$
Purchase, rental or leasing and installation of machinery and equipment	[] \$\$
Construction or leasing of plant buildings and facilities	[] \$\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[] [] \$\$
Repayment of indebtedness	[] \$\$
Working capital	[] \$\$
Other (specify): THEATRICAL PRODUCTION EXPENSES	\$ 165,000°°
EX PENSES	[] [] \$
Column Totals	\$ \$ 165,000 00
Total Payments Listed (column totals added)	[]\$ 165,0000

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature	Date
THE ORSON'S SHAROW LIMITED PARTURASUL	h	4/1/05
Name of Signer (Print or Type)	Title of Signer (Print or Type)	
J. A. MEYNEUES /11	GEW. PTNR.	
		· · · · · · · · · · · · · · · · · · ·

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

E. STATE SIGNATURE

Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes No
See Appendix, Column 5, for state response.	

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature [Date A././
THE ORSON'S SHADOW UMITED PARTURASHIP		4/1/05
Name of Signer (Print or Type)	Title (Print or Type)	
J.A. MEYRELLES TI	GOW. PTUR.	_

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

1	2		3		5				
	Intend to non-accinvestors (Part B-l	credited in State		•	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)	
State	Yes	No		Number of Accredited Investors	1	Number of Non-Accredited Investors	Amount	Yes	No
AL									
AK									

AZ		1	[1	1
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CA									
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